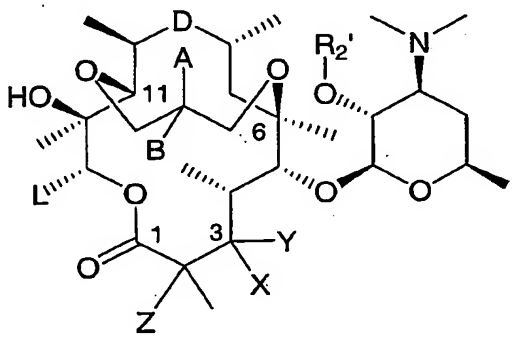
WHAT IS CLAIMED IS:

1. A compound of Formula I, or a pharmaceutically acceptable salt or ester or prodrug thereof:



(I)

wherein:

A is

i) -OH;

ii) $-OR_p$, where R_p is a hydroxy protecting group;

iii) $-R_1$, where R_1 is aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

iv) $-OR_1$, where R_1 is as previously defined;

v) $-R_2$, where R_2 is

(a) hydrogen;

(b) halogen;

(c) $-C_1$-C_6 alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one or more substituents selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

(d) $-C_2$-C_6 alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituents selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

(e) $-C_2$-C_6 alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one or more substituents selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

vi) $-OR_2$, where R_2 is previously defined;

vii) $-S(O)_nR_{11}$, where n=0, 1 or 2, and R_{11} is R_1 or R_2, where R_1 and R_2 are as previously defined;

viii) -NHC(O)R_{11}, where R_{11} is as previously defined;
ix) -NHC(O)NHR$_{11}$, where R_{11} is as previously defined;
x) -NHS(O)$_2R_{11}$, where R_{11} is as previously defined;
xi) -$NR_{14}R_{15}$, where R_{14} and R_{15} are each independently R_{11}, where R_{11} is as previously defined; or
xii) -NHR_3, where R_3 is an amino protecting group;

B is

i) hydrogen;
ii) deuterium;
iii) halogen;
iv) -OH;
v) -R_1, where R_1 is as previously defined;
vi) -R_2, where R_2 is as previously defined; or
vii) -OR_p, where Rp is as previously defined, provided that when B is halogen, -OH or OR_p, A is R_1 or R_2, where R_1 and R_2 are previously defined;

or, alternatively, A and B taken together with the carbon atom to which they are attached are

i) C=O;
ii) $C(OR_2)_2$, where R_2 is as previously defined;
iii) $C(SR_2)_2$, where R_2 is as previously defined;
iv) $C[-O(CH_2)_m]_2$, where m=2 or 3;
v) $C[-S(CH_2)_m]_2$, where m is as previously defined;
vi) C=CHR_{11}, where R_{11} is as previously defined;
vii) C=N-O-R_{11}, where R_{11} is as previously defined;
viii) C=NNHR_{11}, where R_{11} is as previously defined;
ix) C=NNHC(O)R_{11}, where R_{11} is as previously defined;
x) C=NNHC(O)NHR$_{11}$, where R_{11} is as previously defined;
xi) C=NNHS(O)$_2R_{11}$, where R_{11} is as previously defined;
xii) C=NNHR_3, where R_3 is as previously defined; or
xiii) C=NR_{11}, where R_{11} is as previously defined;

L is

i) -CH_3;
ii) -CH_2CH_3;

iii) $-CH(OH)CH_3$;

iv) $-C_1$-C_6 alkyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

v) $-C_2$-C_6 alkenyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

vi) $-C_2$-C_6 alkynyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

D is $-CH_2N(Q)-$, $-C(O)N(R')-$, or $-C(OR')=N-$, wherein R' is R_{11} as previously defined;

Q is

i) hydrogen;

ii) $-C_1$-C_{12} -alkyl, C_3-C_{12} -alkenyl, or C_3-C_{12} -alkynyl, all optionally substituted with one, two or three substituents independently selected from:

(a) halogen;

(b) $-OR_6$, wherein R_6 is selected from:

1. hydrogen;
2. $-C_1$ -C_{12} -alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one, two, or three substituents independently selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
3. aryl;
4. substituted aryl;
5. heteroaryl; and
6. substituted heteroaryl;

(c) $-NR_4R_5$, where R_4 and R_5 are each independently R_6, where R_6 is as previously defined, or in the alternative R_4 and R_5, together with the atom to which they are attached, form a heterocycloalkyl or substituted heterocycloalkyl moiety;

(d) $-N-O-R_6$, where R_6 is as previously defined;

(e) $-R_1$, where R_1 is as previously defined;

(f) $-C_3$-C_8 -cycloalkyl;

(g) substituted $-C_3$ -C_8 -cycloalkyl;

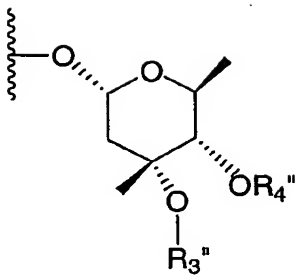
(h) heterocycloalkyl;

(i) substituted heterocycloalkyl;
(j) -NHC(O)R_6, where R_6 is as previously defined;
(k) -NHC(O)OR_7, where R_7 is selected from:
1. -C_1 -C_{12} -alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one, two, or three substituents independently selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
2. aryl;
3. substituted aryl;
4. heteroaryl; or
5. substituted heteroaryl;
(l) -NHC(O)NR_4R_5, where R_4 and R_5 are as previously defined;
(m) -OC(O)NR_4R_5, where R_4 and R_5 are as previously defined;
(n) -OC(O)R_7, where R_7 is as previously defined;
(o) -OC(O)OR_7, where R_7 is as previously defined;
(p) -OC(O)NR_4R_5, where R_4 and R_5 are as previously defined,
(q) -C(O)R_6, where R_6 is as previously defined,
(r) -CO_2R_6, where R_6 is as previously defined, or
(s) -C(O)NR_4R_5, where R_4 and R_5 are as previously defined;

X is hydrogen;

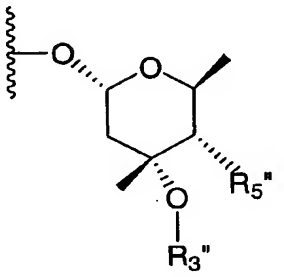
Y is
i) hydrogen;
ii) -OH;
iii) -OR_p, where R_p is as previously defined;
iv) -OR_{11}, where R_{11} is as previously defined;
v) -OC(O)R_{11}, where R_{11} is as previously defined;
vi) -OC(O)NHR_{11}, where R_{11} is as previously defined;
vii) -$S(O)_nR_{11}$, where n and R_{11} are as previously defined;

viii)



(1) where R_3" is hydrogen or methyl; R_4" is hydrogen or R_p, where R_p is as previously defined;

ix)



(1) where R_3" is as previously defined; R_5" is NH_2 or R_{am}, where R_{am} is protected amino;

or, in the alternative, X and Y are combined together to form oxo;

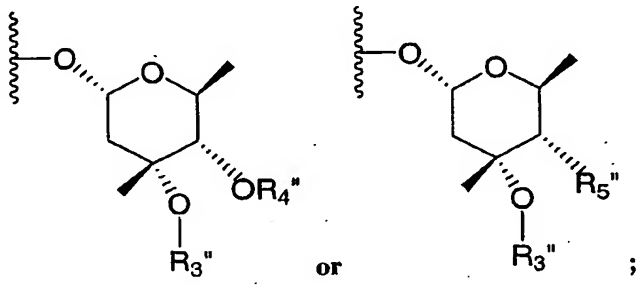
Z is

i) hydrogen;
ii) methyl; or
iii) halogen; and

R_2' is hydrogen or R_p, where R_p, is as previously defined.

2. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein D is $-CH_2N(Q)-$.

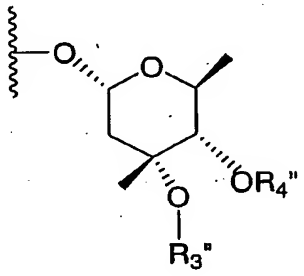
3. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein D is -$CH_2N(Q)$-; X is hydrogen; and Y is



;

wherein R_3", R_4" and R_5" are each as defined in claim 1.

4. A compound according to claim 3, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein Y is



5. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein D is -$N(Q)CH_2$ - and X and Y taken together are oxo.

6. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein D is -N=CH(OR')-, wherein R' is as defined in claim 1.

7. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein D is -C(O)N(R')-, wherein R' is as defined in claim 1.

8. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, selected from the group consisting of:

(i) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D is -$CH_2N(Q)$-, Q = X = Z = H, Y= OH, L = CH_2CH_3, R_2' = Ac;

(ii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D = -CHN(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(iii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached are C=CH_2, D = -$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y = OH, L = CH_2CH_3, R_2' = H;

(iv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached are C=CH_2, D = -$CH_2N(Q)$-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(v) a compound of Formula I, wherein A = H, B = CH_3, D = -$CH_2N(Q)$-, Q = X = Z = H, Y = OH, L = CH_2CH_3, R_2' = Ac;

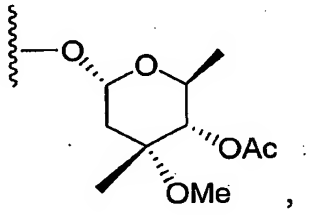
(vi) a compound of Formula I, wherein A = H, B = CH_3, D = -$CH_2N(Q)$-, Q = X = Z = H, Y = OH, L = CH_2CH_3, R_2' = H;

(vii) a compound of Formula I, wherein A = H, B = CH_3, D = -CHN(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(viii) a compound of Formula I, wherein A = H, B = CH_3, D = -$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y = OH, L = CH_2CH_3, R_2' = H;

(ix) a compound of Formula I, wherein A = H, B = CH_3, D = -CHN(Q)-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

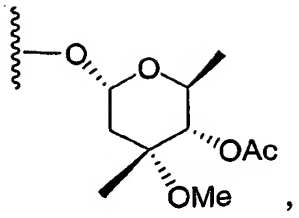
(x) a compound of Formula I, wherein A = H, B = CH_3, D = -(C=NOH)-, X = Z = H, Y =



, L = CH_2CH_3, R_2' = Ac;

(xi) a compound of Formula I, wherein A = H, B = CH_3, D = -C(=O)NH-, X =

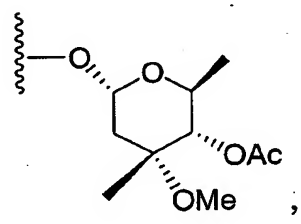
Z = H, Y =



,

L = CH_2CH_3, R_2' = Ac;

(xii) a compound of Formula I, wherein A = H, B = CH_3, D = - C(=O)NH-, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H;

(xiii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -CHN(Q)-, Q = CH_2-Ph, Z = X = H, Y = OH, L = CH_2CH_3, R_2' = H;

(xiv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -CH_2N(Q)-, Q = CH_2-Ph, Z = H, X and Y are taken together are oxo, L = CH_2CH_3, R_2' = H;

(xv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -CH_2N(Q)-, Q = CH_2-(2-pyridyl), Z = X = H, Y = OH, L = CH_2CH_3, R_2' = H;

(xvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -CH_2N(Q)-, Q = CH_2-(2-pyridyl), Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D=-CH_2N(Q)-, Q = CH_2-(3-quinolyl), Z=H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D=-$CH_2N(Q)$-, Q = CH_2-(3-quinolyl), Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -$CH_2N(Q)$-, Q = CH_2(CH=CH)-Ph, Z = X = H, Y = OH, L = CH_2CH_3, R_2' = H;

(xx) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -$CHN(Q)$-, Q = CH_2(CH=CH)-Ph, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -$CH_2N(Q)$-, Q = CH_2CH=CH-(2-pyridyl), Z = X=H, Y = OH, L = CH_2CH_3, R_2' = H;

(xxii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -$CHN(Q)$-, Q = CH_2CH=CH-(2-pyridyl), Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxiii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -$CH_2N(Q)$-, Q = CH_2C≡C-(3-quinolyl), Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxiv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH_2, D = -$CH_2N(Q)$-, Q = CH_2C≡C-(3-quinolyl), Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-CH=CH-Ph, D = -$CH_2N(Q)$-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-CH=CH-(3- pyridyl), D = -$CH_2N(Q)$-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-CH=CH-(3- quinolyl), D = -$CH_2N(Q)$-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxviiii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-(3-quinolyl), D = -$CH_2N(Q)$-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H; and

(xxix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-Ph, D = -CHN(Q)-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H.

(xxx) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D is -CH_2N(Q)-, Q = X = Z = H, Y= OH, L = $CH_2CH_2CH_3$, R_2' = H;

(xxxi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D is -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, X = Z = H, Y= OH, L = CH_2CH_3, R_2' = H;

(xxxii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D is -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxxiii) a compound of Formula I, wherein A = H, B = CH_3, D = -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, Z = H, X and Y taken together are oxo, L = $CH_2CH_2CH_3$, R_2' = H;

(xxxiv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=O, D is -CH_2N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxxv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=O, D is -CH_2N(Q)-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxxvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=O, D is -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxxvii)a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-OH, D is -CH_2N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxxviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-OH, D is -CH_2N(Q)-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xxxix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-OH, D is -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xl) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH_2N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xli) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH_2N(Q)-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

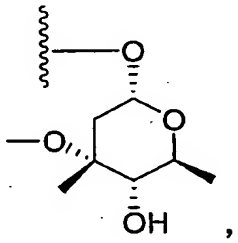
(xlii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} =[5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xliii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH_2N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xliv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH_2N(Q)-, Q = CH_3, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

(xlv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = 5-[2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH_2N(Q)-, Q = $CH_2CH_2CH_3$, Z = H, X and Y taken together are oxo, L = CH_2CH_3, R_2' = H;

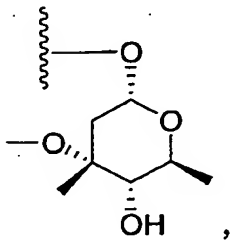
(xlvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D is -CH_2N(Q)-, Q = X = Z = H, Y =



L = CH_2CH_3, R_2' = H;

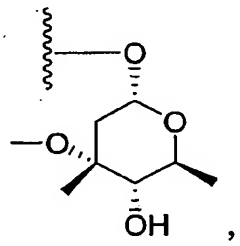
(xlvii) a compound of Formula I, wherein A and B taken together with the carbon

atom to which they are attached is C=CH_2, D is -$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y =



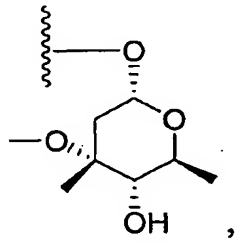
L = CH_2CH_3, R_2' = H;

(xlviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH_2, D is -$CH_2N(Q)$-, Q = $CH_2CH_2CH_3$, X = Z = H, Y =



L = CH_2CH_3, R_2' = H;

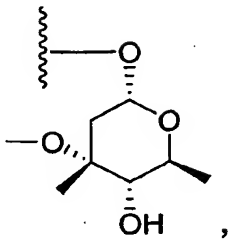
(xlix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -$CH_2N(Q)$-, Q = X = Z = H, Y =



L = CH_2CH_3, R_2' = H;

(l) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl,

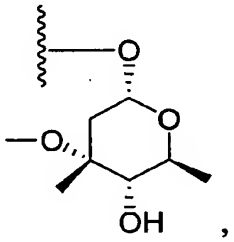
D is -$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H;

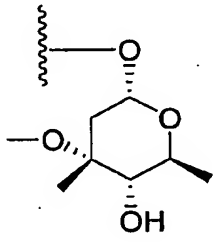
(li) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -$CH_2N(Q)$-, Q = $CH_2CH_2CH_3$, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H;

(lii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -$CH_2N(Q)$-, Q = X = Z = H, Y =

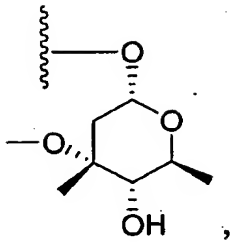


,

L = CH_2CH_3, R_2' = H;

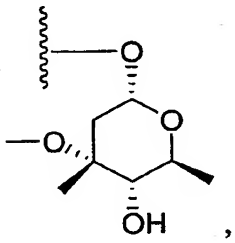
(liii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is

-$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y =



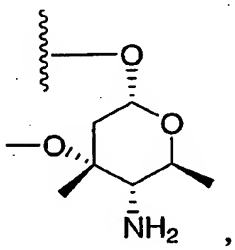
L = CH_2CH_3, R_2' = H;

(liv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -$CH_2N(Q)$-, Q = $CH_2CH_2CH_3$, X = Z = H, Y =



L = CH_2CH_3, R_2' = H;

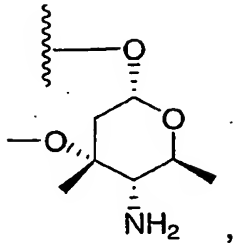
(lv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -$CH_2N(Q)$-, Q = X = Z = H, Y =



L = CH_2CH_3, R_2' = H;

(lvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = 2-[5-(6-aminopyrid-2-yl)thien-2-

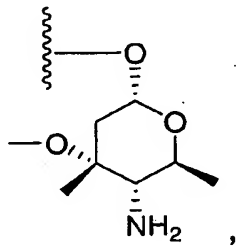
yl]methyl, D is -$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H;

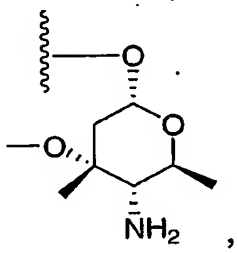
(lvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -$CH_2N(Q)$-, Q = $CH_2CH_2CH_3$, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H;

(lviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = 5-[2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -$CH_2N(Q)$-, Q = X = Z = H, Y =

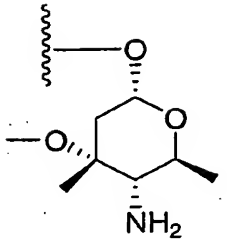


,

L = CH_2CH_3, R_2' = H;

(lix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is

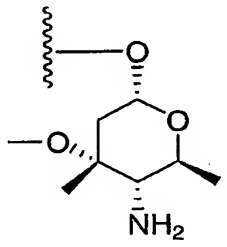
-$CH_2N(Q)$-, Q = CH_3, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H; and

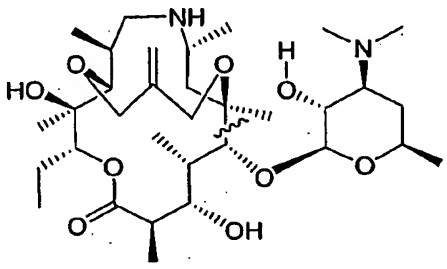
(lx) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R_{11}, R_{11} = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -$CH_2N(Q)$-, Q = $CH_2CH_2CH_3$, X = Z = H, Y =



,

L = CH_2CH_3, R_2' = H.

9. A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, selected from the group consisting of:



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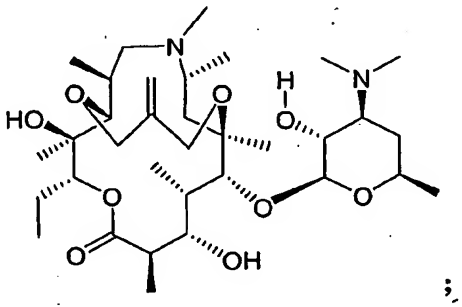

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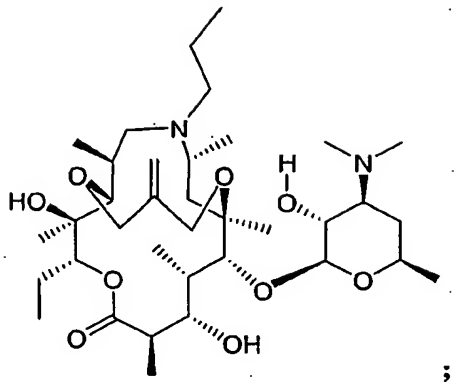
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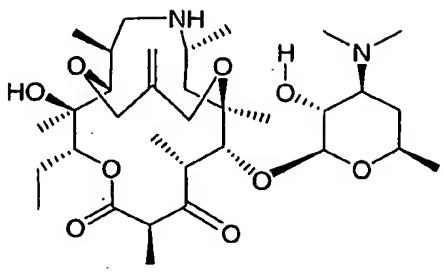
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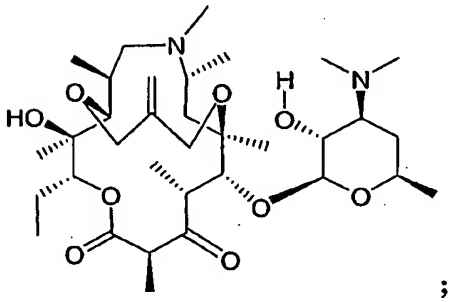
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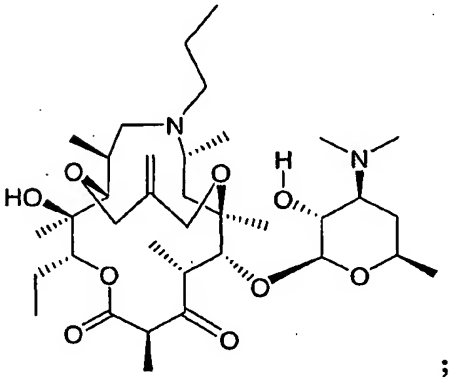
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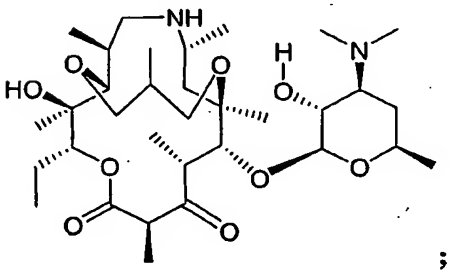
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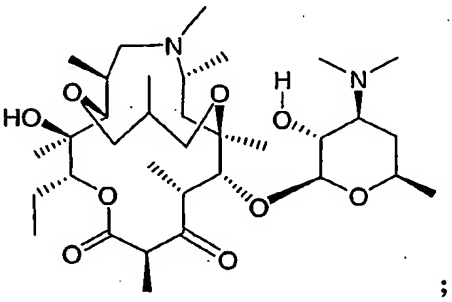
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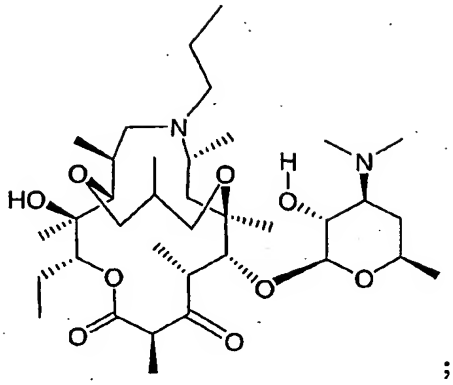
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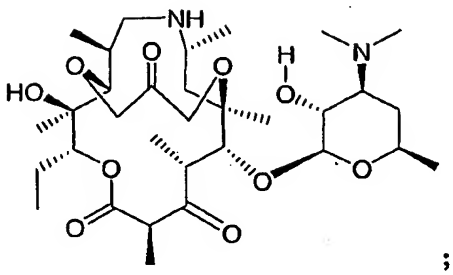
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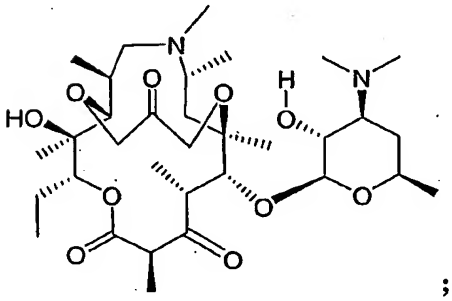
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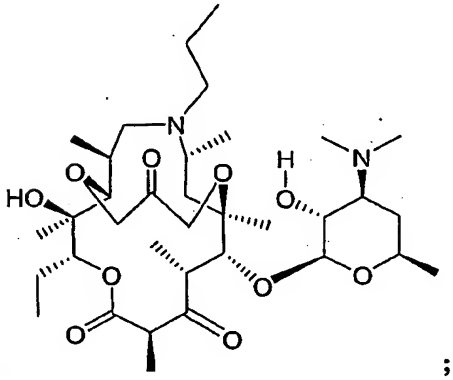
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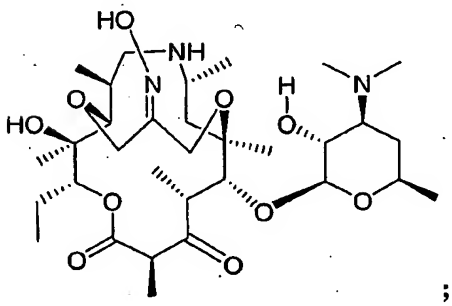
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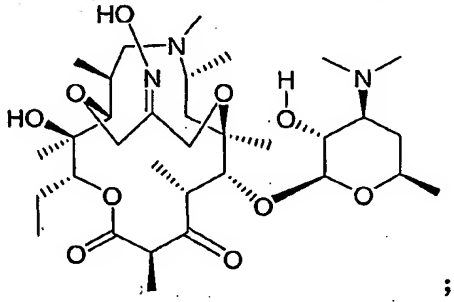
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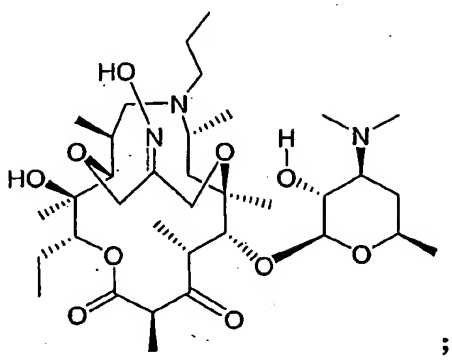
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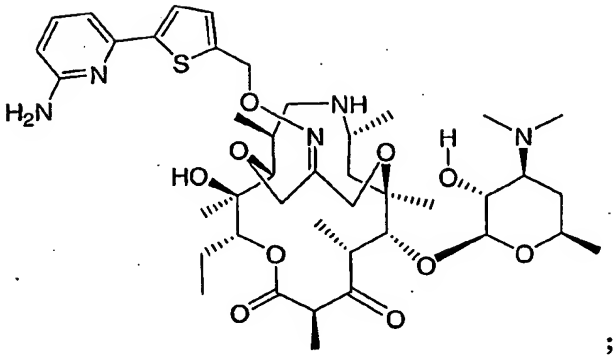
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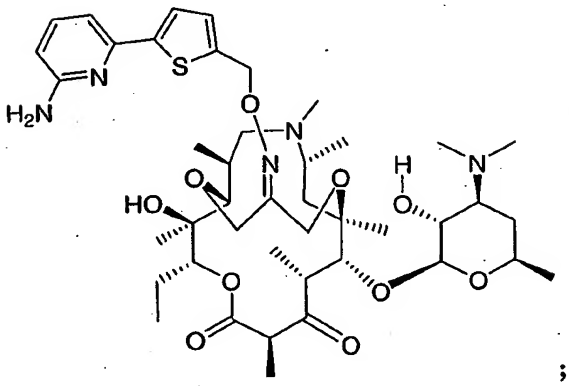
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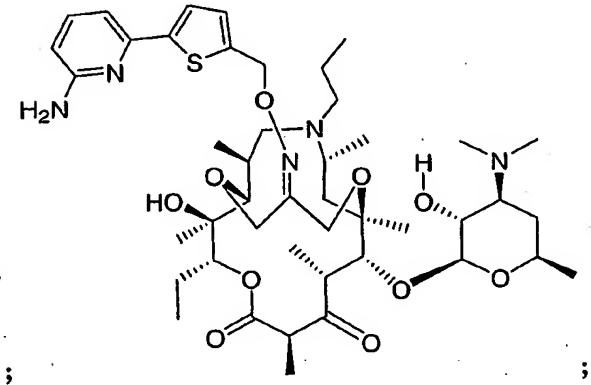
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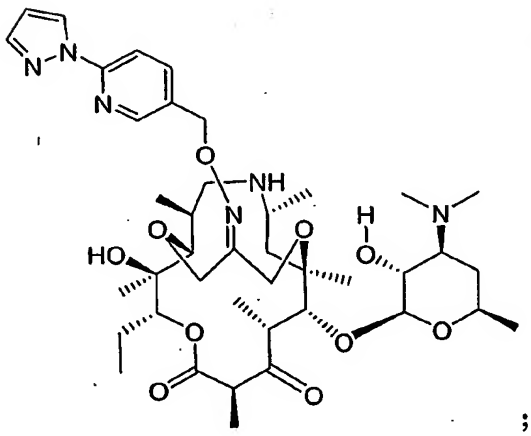
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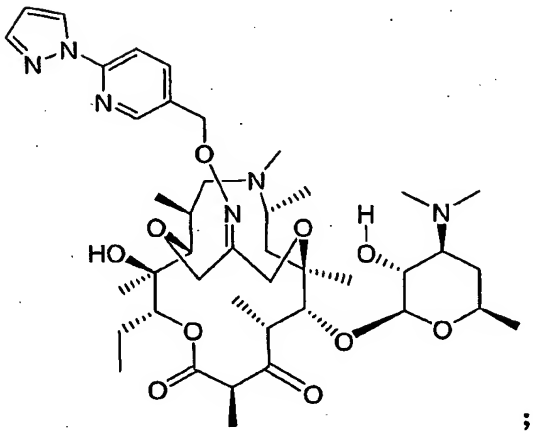
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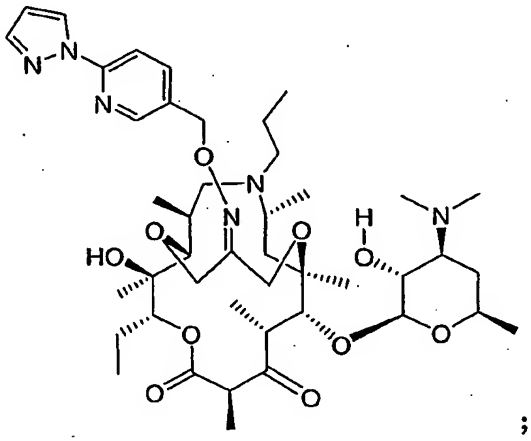
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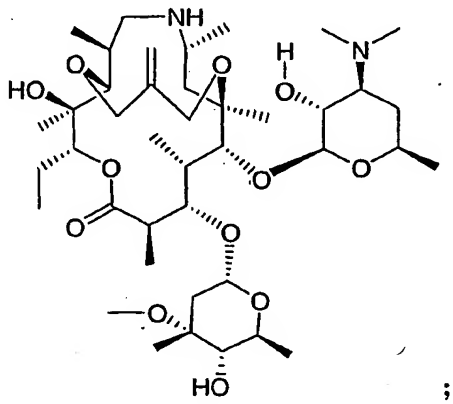
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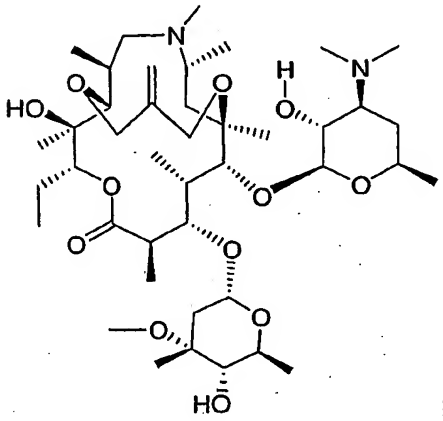
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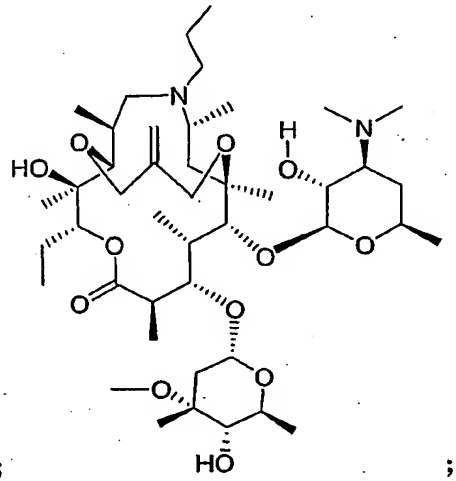
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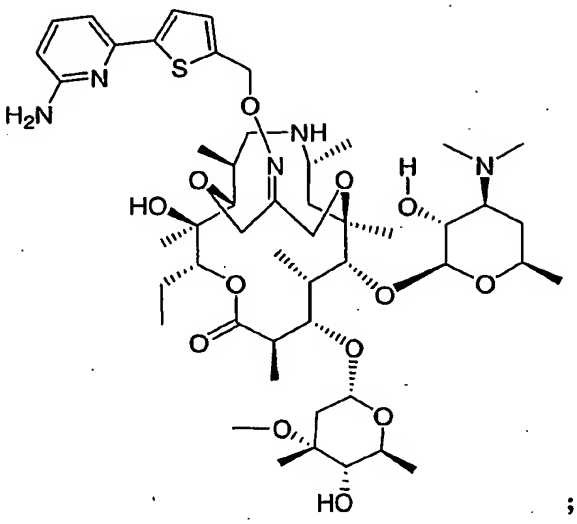

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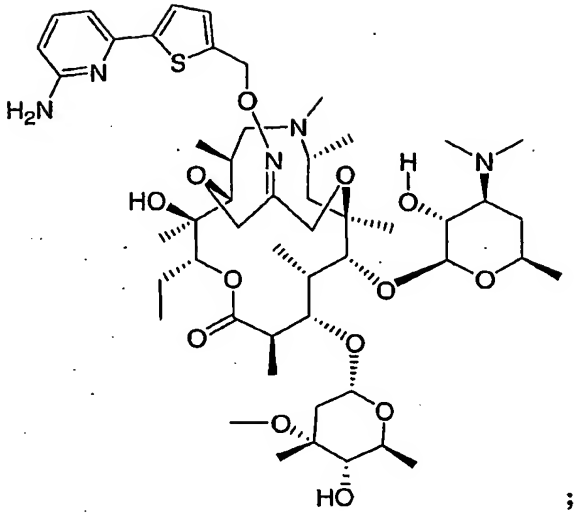

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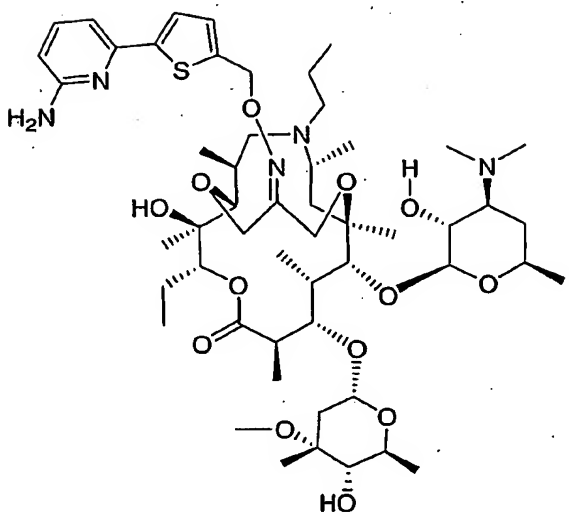

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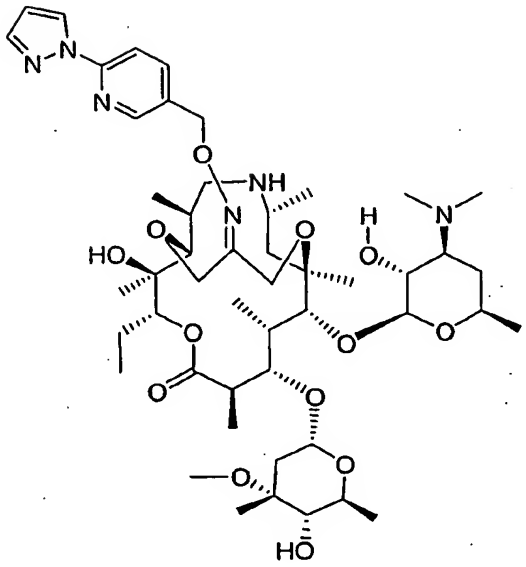

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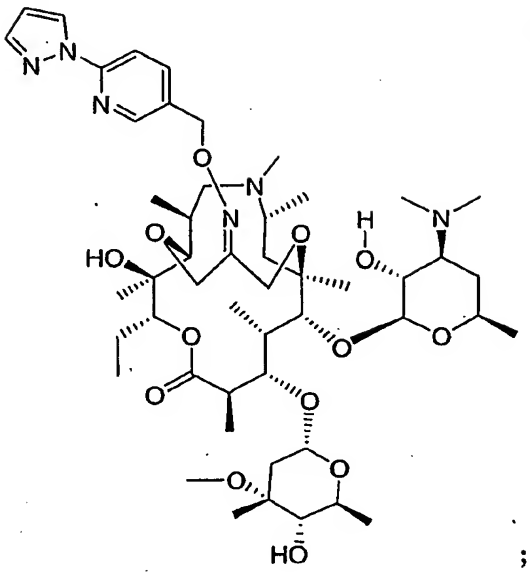
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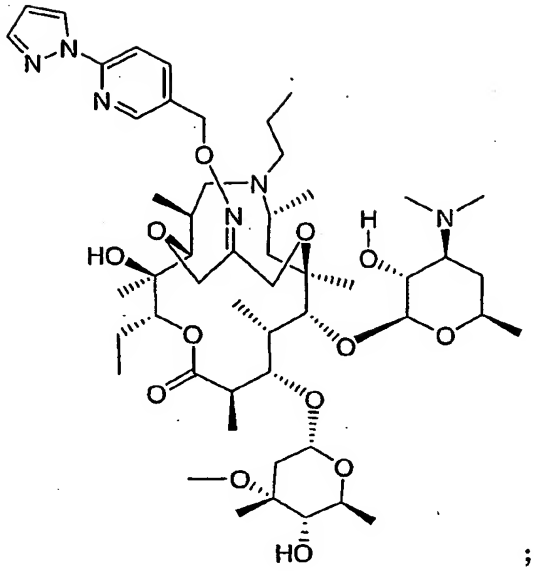
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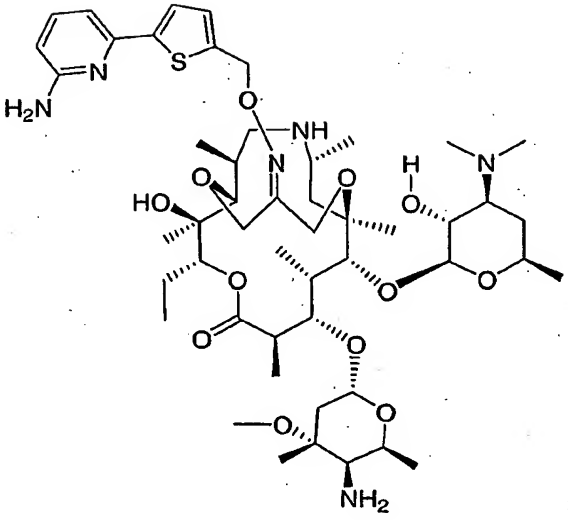
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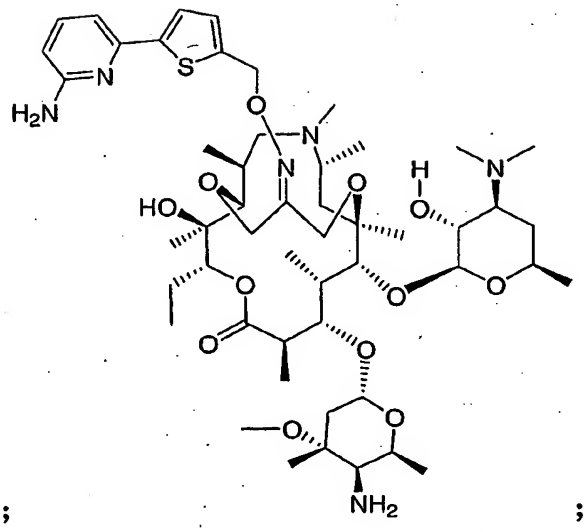
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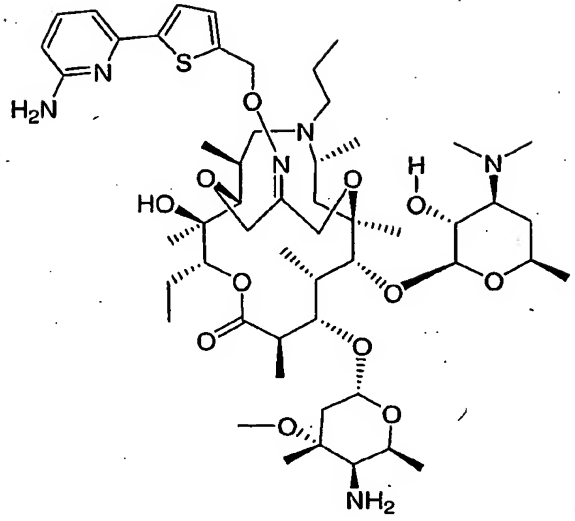
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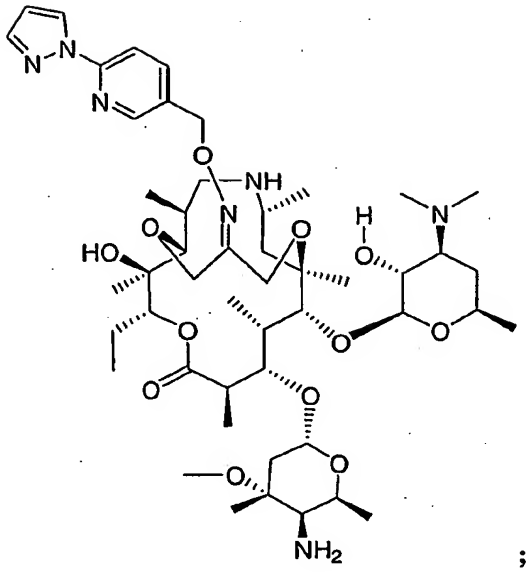
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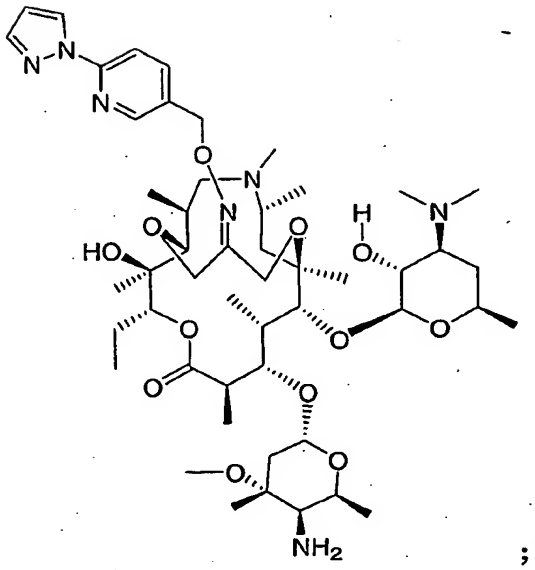
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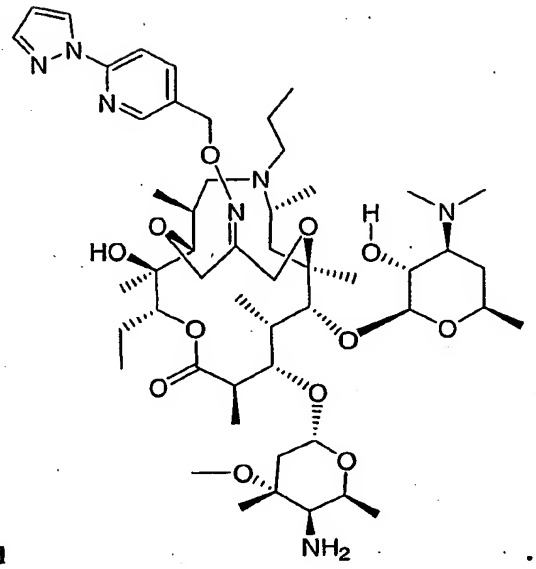
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10. A pharmaceutical composition comprising:

(i) a compound of Formula I as defined in claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, in an amount effective for treating or preventing a bacterial infection; and

(ii) a pharmaceutically acceptable carrier.

11. A pharmaceutical combination of

(i) a compound of Formula I as defined in claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, and

(ii) an antibacterial agent other than a compound of Formula I or a salt, ester or prodrug thereof;

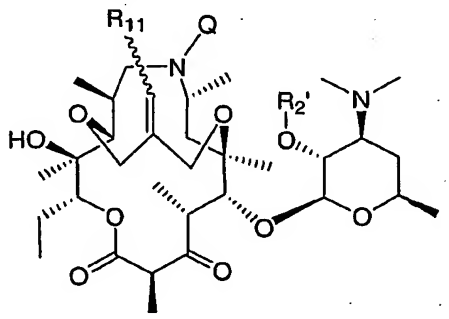
wherein the compound of Formula I or its pharmaceutically acceptable salt or ester or prodrug and the antibacterial agent are each employed in an amount that renders the combination effective for treating or preventing a bacterial infection.

12. A method for treating or preventing a bacterial infection in a subject in need thereof, which comprises administering to the subject a therapeutically or prophylactically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof.

13. A method for treating or preventing a bacterial infection in a subject in need thereof, which comprises administering to the subject a therapeutically or prophylactically effective amount of a pharmaceutical composition according to claim 10.

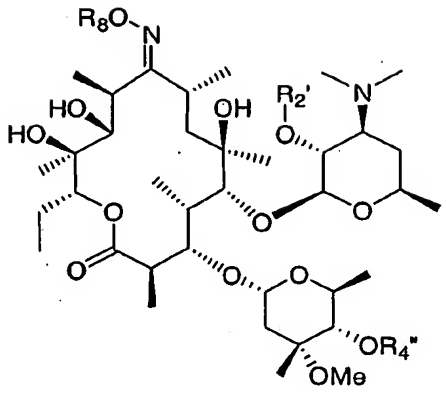
14. A method for treating or preventing a bacterial infection in a subject in need thereof, which comprises administering to the subject a therapeutically or prophylactically effective amount of a pharmaceutical combination according to claim 11.

15. A process for the preparation of a compound of formula:

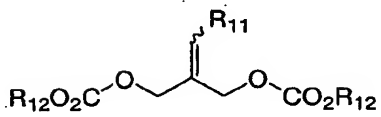


wherein Q and R_2' are each as defined in claim 1, which comprises:

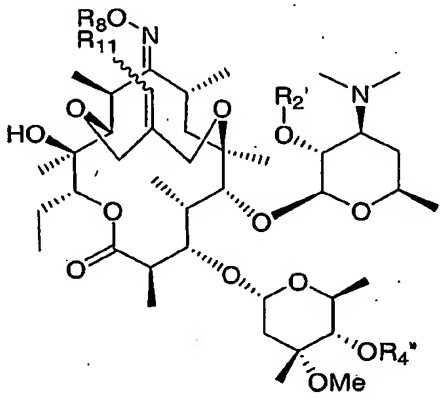
(1) reacting a compound of formula:



with an alkylating agent of formula:



in the presence of a phosphine ligand and Pd(O) catalyst under reflux conditions to prepare a compound of the Formula:



wherein:
R_8 is

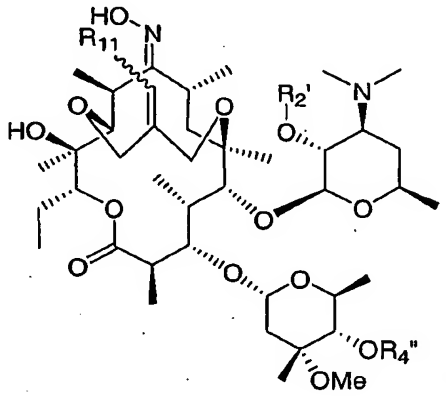
a. hydrogen,
b. $-CH_2O(CH_2)_2OCH_3$,
c. $-CH_2O(CH_2O)_nCH_3$ where n is zero, 1 or 2;
d. $-C_1$-C_{12} alkyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl and substituted heteroaryl;
e. $-C_3$-Cl_2 cycloalkyl;
f. $-C(O)-C_1$-C_{12} alkyl;

g. -C(O)-C_3-C_{12} cycloalkyl;
h. -C(O)-R_1, where R_1 is as previously defined; or
i. -Si(R_a)(R_b)(R_c), wherein R_a, R_b and R_c are each independently selected from C_1–C_{12} alkyl, aryl and substituted aryl;

R_2' and R_4'' are as previously defined in claim 1; and

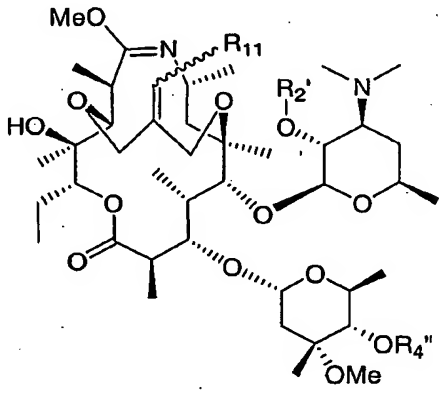
R_{11} is as defined in claim 1 and R_{12} is C_1-C_{12} alkyl;

(2) treating the compound obtained in step (1) with an aqueous base to obtain the Z-oxime of formula:



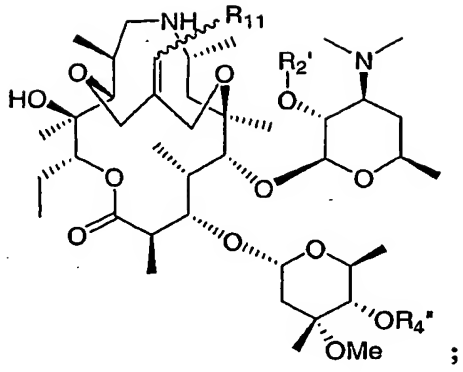
;

(3) reacting the compound prepared in step (2) with an oxime activating agent and quenching with methanol to prepare a compound of formula:



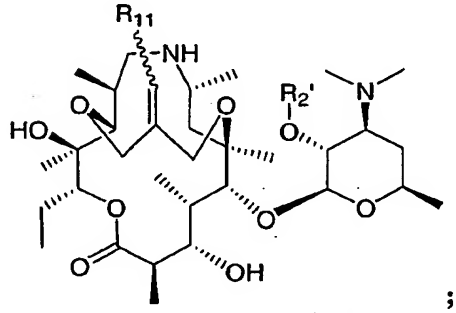
;

(4) reacting the compound prepared in step (3) with a reducing agent to prepare compound of formula:



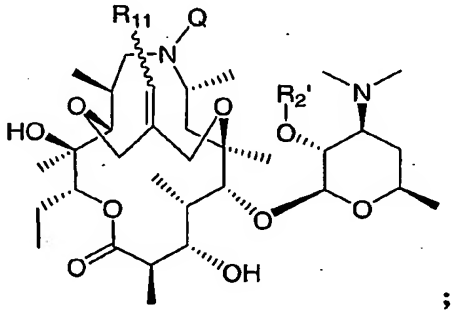
;

(5) reacting the compound prepared in step (4) with a mild acid to prepare a compound of formula:



;

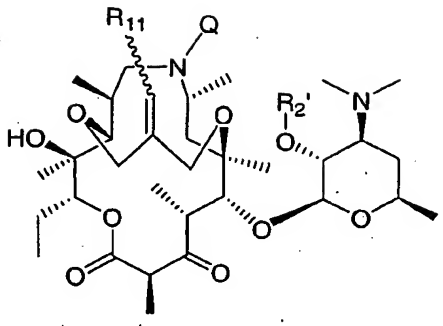
(6) reacting the compound prepared in step (5) with an agent containing the group Q selected from the group consisting of an alkylating agent, an alkyl halide in the presence of a base, and an aldehyde via reductive amination in the presence of $NaCNBH_3$ to prepare a compound of formula:



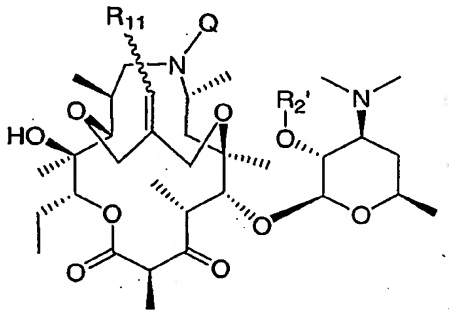
; and

(7) oxidizing the hydroxyl in the 3 position of the compound prepared in step (6) via Dess-Martin oxidation, Corey-Kim oxidation, or a Moffat oxidation to prepare a

compound of formula:



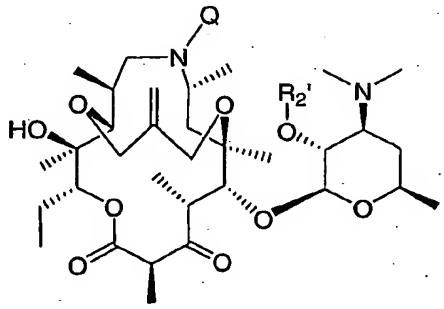
16. A process of preparing compounds of formula:



,

which comprises

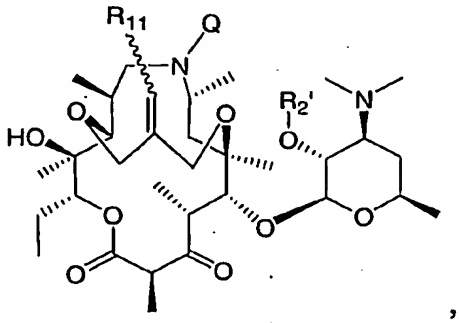
(a) reacting a compound of formula:



with CH_2=CH-R_{11} in the presence of a ruthenium catalyst;

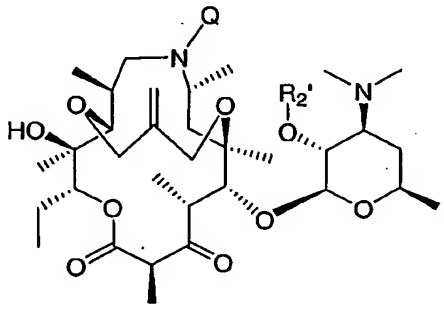
wherein Q, R_2 ', and R_{11} are each as defined in claim 1.

17. A process of preparing compounds of formula:



which comprises

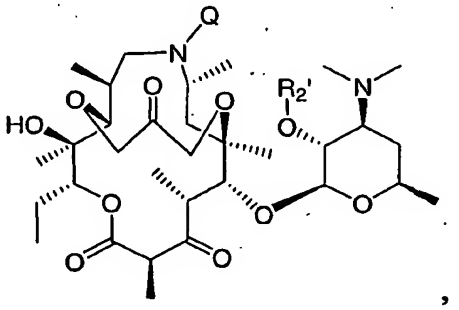
(a) reacting a compound of formula:



with R_{11}-halide under Heck coupling conditions using a palladium catalyst optionally with a phosphine ligand;

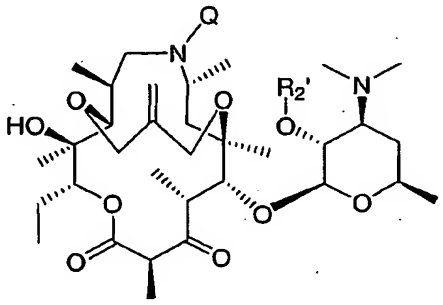
wherein Q and R_2' are each as defined in claim 1; and R_{11} is aryl, substituted aryl, or C_1-C_6 alkyl substituted with aryl or substituted aryl.

18. A process of preparing a compound of the Formula:



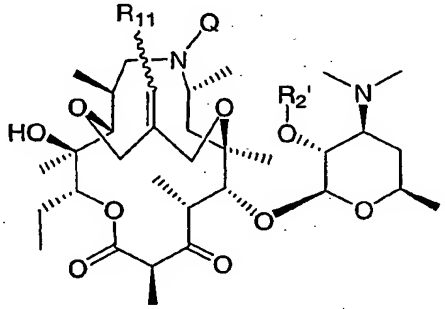
which comprises:

(a) performing ozonolysis on a compound of formula:



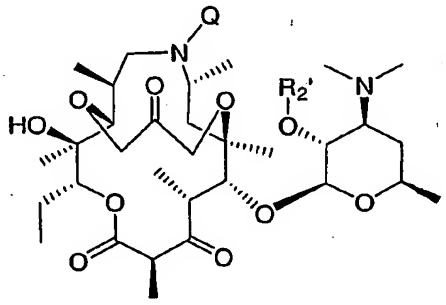
wherein Q and R_2' are each as defined in claim 1.

19. A process of preparing a compound of formula:



which comprises:

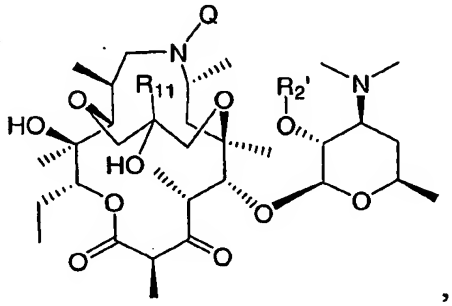
(a) reacting a compound of formula:



with a phosphoylid under Wittig conditions;

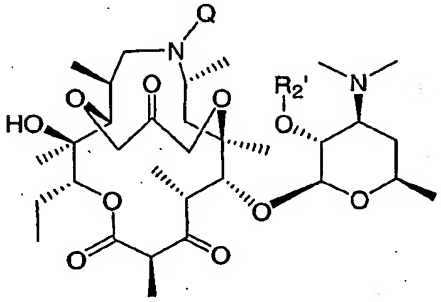
wherein Q, R_2', and R_{11} are as defined in claim 1.

20. A process of preparing a compound of formula:



which comprises:

(a) reacting a compound of formula:



with a Grignard reagent containing the R_{11} group;

wherein Q, R_2', and R_{11} are as defined in claim 1.